

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address  William E. Winfield (State Bar #122055) Anne M. Larsen (State Bar #150521) NORDMAN, CORMANY, HAIR & COMPTON 1000 Town Center Drive, 6th Floor Oxnard, CA 93036 (805) 485-1000 (805) 988-7714 FAX wwinfield@nchc.com alarsen@nchc.com  <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Debtor/Debtor-in-Possession	FOR COURT USE ONLY
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**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA - NORTHERN DIVISION**

In re:  UNDERGROUND ENERGY, INC., a Delaware corporation,   Debtor(s).	CASE NO.: 13-10563-RR CHAPTER: 11  <b>AMENDED NOTICE OF SALE OF ESTATE PROPERTY</b>
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<b>Sale Date:</b> 07/01/2013	<b>Time:</b> 9:00 am
<b>Location:</b> 1415 State Street, Ctrm 201, Santa Barbara, CA 93101	

**Type of Sale:** ☒ Public ☐ Private **Last date to file objections:** The deadline to file objections has passed.

**Description of property to be sold:**

Debtor's 75% interest in an oil and gas lease in approximately 2,821 net acres within a prospect area located in Kern County, California.

**Terms and conditions of sale:**

MK California, LLC to purchase Debtor's 75% interest in an oil and gas lease in approximately 2,821 net acres within a prospect area located in Kern County, California for a purchase price of \$1,015,560.00 plus MK has agreed to assume Debtor's remaining financial and contractual obligations under a June 29, 2011 Participation Agreement between Debtor and Compass Global.

**Proposed sale price:** \$ 1,015,560.00

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

**Overbid procedure (if any):**

**If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:**

**Contact person for potential bidders (include name, address, telephone, fax and/or email address):**

William E. Winfield or Anne M. Larsen  
NORDMAN CORMANY HAIR & COMPTON LLP  
1000 Town Center Drive, 6th Floor  
P.O. Box 9100  
Oxnard, California 93031-9100  
(805) 485-1000  
(805) 988-8387 (fax)  
E-Mail: [wwinfield@nchc.com](mailto:wwinfield@nchc.com) OR [alarsen@nchc.com](mailto:alarsen@nchc.com)

Date: 05/31/2013

In re: UNDERGROUND ENERGY, INC.

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**PROOF OF SERVICE OF DOCUMENT**

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
1000 Town Center Drive, Sixth Floor, Oxnard, CA 93031

A true and correct copy of the foregoing document entitled (*specify*): **AMENDED NOTICE OF SALE OF ESTATE PROPERTY [MK]** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **MAY 28, 2013**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- William C Beall will@beallandburkhardt.com, bbassist@beallandburkhardt.com; carissa@beallandburkhardt.com
- Linda S Blonsley lblonsley@blonsleylaw.com, ehuitron@blonsleylaw.com
- Robert H Brumfield bob@brumfield-haganlaw.com, olga@brumfield-haganlaw.com
- Robert H Brumfield bob@brumfield-haganlaw.com, olga@brumfield-haganlaw.com
- Terrence T Eglund ecf@kleinlaw.com, tegland@kleinlaw.com
- Brian D Fittipaldi brian.fittipaldi@usdoj.gov
- Karen L Grant kgrant@silcom.com
- Holly C Hamm hollyhamm@snowspencelaw.com, brendabrewton@snowspencelaw.com
- Robert E Hurlbett bob@hurlbettlaw.com, reed@hurlbettlaw.com
- Andrew S Mansfield asm@mansfieldlawoffice.net, mansfieldlawcmecf@gmail.com
- Andrew S Mansfield asm@mansfieldlawoffice.net, mansfieldlawcmecf@gmail.com
- Sandra McBeth donna@mcbethlegal.com
- Ali M Mojdehi amojdehi@cooley.com, jgertz@cooley.com; bbyun@cooley.com; arego@cooley.com
- Reed H Olmstead reed@hurlbettlaw.com, rolmstead.ecf@gmail.com
- Dennis J Shea dennis@djshealaw.com
- Joseph M Sholder sholder@g-tlaw.com
- Ross Spence ross@snowspencelaw.com, janissherrill@snowspencelaw.com; donnasutton@snowspencelaw.com
- United States Trustee (ND) ustpreion16.nd.ecf@usdoj.gov
- William E Winfield wwinfield@nchc.com

☐ Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On (*date*) **MAY 31, 2013**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Judge Robin Riblet  
United States Bankruptcy Court  
Central District of California  
1415 State Street / Courtroom  
201  
Santa Barbara, CA 93101-2511

AA Production Services, Inc.  
433 Second Street, Suite 103  
Woodland, CA 95695

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ACE Pump , Inc. 848 Century Street Suite A Santa Maria, CA 93455	American Express P.O. Box 53800 Phoenix, AZ 85072-3800	Anatesco, Inc. PO Box 5694 Bakersfield, CA 93388
Buynak, Fauver, Archbald Spray 820 State Street Fourth Floor Santa Barbara, CA 93101	Andrew Squires 15028 Prestwick Blvd. SE Calgary, AB T2Z4E5	Anterra Energy Services, Inc. 918-C1 Misson Rock Road Santa Paula, CA 93060
Panther Energy Company, LLC Mr. Jim Stone, Exec.Vice President 15 E. 5 <sup>th</sup> Street, Suite 2100 Tulsa, OK 74103	Arsenal Rental Equipment 12757 Jomani Drive Bakersfield, CA 93312	Avanti Environmental 2855 Michelle Drive Suite 230 Irvine, CA 92606
Avaya Financial Services P.O. Box 93000 Chicago, IL 60673-3000	Backstory Documentary Films 4545 Melbourne Avenue Los Angeles, CA 90027	Baker Hughes Oilfield Operations, Inc. c/o Robert H. Brumfield 2031 F Street Bakersfield, CA 93301
Barbara Lee Graham 16 Park Avenue, Takapuna Auckland 0622, NZ	Bennett Jones 4500 Bankers Hall East 855 2nd Street SW Calgary, AB T2P 4K7	Blake Land Surveys PO Box 869 Buellton, CA 93427
Board of Directors 2948 Nojoqui Avenue Los Olivos, CA 93441-0776	Broadridge PO Box 416426 Boston, MA 02241-6423	Bruce Berwager, PE 335 N. Sierra Vista Road Santa Barbara, CA 93108
Van De Pol Petroleum 4895 S. Airport Way Stockton, CA 95206	California Chamber of Commerce PO Box 526020 Sacramento, CA 95852-6020	California Department of Oil Gas & Geo Thermal Resources Headquarters 801 K Street, MS 18-00 Sacramento, CA 95814-3530
California Energy Exchange Corporate 2981 Gold Canal Drive Rancho Cordova, CA 95670	Cannon 1050 Southwood Drive San Luis Obispo, CA 93401	Careaga Sand and Asphalt Co. P. O. Box 525 Santa Barbara, CA 93101

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Carolyn Walch 2948 Nojoqui Ave Suite 4 Los Olivos, CA 93441	Certex USA, Inc. 1721 West Culver Street Phoenix, AZ 85007	Chamberlin Holdings, LLC c/o Joseph M. Sholder, Esq. Griffith & Thornburgh, LLP 8 E. Figueroa Street, 3rd Floor Santa Barbara, CA 93102-0009
Chevron and Texaco Business Cards P.O. Box 921729 Norcross, GA 30010	CKG Environmental, Inc, PO Box 246 Saint Helena, CA 94574	Conyers Dill & Pearman Dubai International Financial Center P.O. Box 506528 Dubai, U.A.E.
Core Laboratories LP PO Box 841787 Dallas, TX 75284-1787	CSS Drilling Tools, Inc. 4550 Buck Owens Blvd. Bakersfield, CA 93308	Dana J. Brock 5940 Guerneville Road Sebastopol, CA 95472
David E. Hoyt & Associates 212 East Figueroa Street Santa Barbara, CA 93101	Donelan Family Wines 3352 - D Coffey Lane Santa Rosa, CA 95403	Dorsey & Whitmey LLP PO Box 1680 Minneapolis, MN 55480-1680
Enertia Software 125 West Missouri Midland, TX 79701	Douglas Urch Box 129 250095 Dynasty Drive West DeWinton, Alberta Canada T0L 0X0	Multi-Chem 4285 Crooked Palm Rd Ventura, CA 93001
Downhole Stabilization Inc. PO Box 2467 Bakersfield, CA 93303	Dyno-Tech, Inc. PO Box 2571 Santa Maria, CA 93455	Earthquest Technical Services, LLC 2201 F. St. Bakersfield Bakersfield, CA 93301
Echometer Company 5001 Ditto Lane Wichita Falls, TX 76302	Employee 401(K) Plan c/o Nicholas, Hicks & Betts, Inc 709 West Littleton Blvd., Ste 106 Littleton, CO 80126	Equicom Group, Inc. c/o TSX, Inc. 130 King Street West Toronto, ON MSX 1J2
Chervron and Texaco Business Card Services 5445 Triangle Pkwy, Suite 400 Norcross, GA 30092	Federico Leon 3105 Wilshire Lane Oakdale, NY 11769-1421	Frasken Martineau DeMoulin, LLP 2900-550 Burrard Street Vancouver, BC V6C 0A3,

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GEO Drilling Fluids PO Box 1478 Bakersfield, CA 93302	GEO Tape LTD 11050 Capital Park Drive Suite 100 Houston, TX 77041	GMP Sec ITF 1410079 Alberta ULC 1254 Bracknell Place North Vancouver, BC, Canada,
Halliburton Energy Services Inc. c/o Christopher E Dominguez P.O. Box 11172 Bakersfield, CA 93301	Harland E. Johnson 124 Pine Avenue Madisonville, LA 70447	Hein & Associates 1999 Broadway Suite 4000 Denver, CO 80202
Heritage Discoveries Inc. 836 Mission Street San Luis Obispo, CA 93405	Home Depot Credit Services P.O. Box 790340 St. Louis, MO 63179-0340	HIS Global Inc. - PETRA 15 Inverness Way East Englewood, CO 80112
Jack Cook 2120 Harwood Street Bakersfield, CA 93311	Jan H. Bientjes #1 - 230 W 13th Street Vancouver BC Canada	JD Rush 5900 East Lerdo Hwy Shafter, CA 93263
Jeff Martinez 2948 Nojoqui Ave Suite 4 Los Olivos, CA 93441	Alpha Power Systems, Inc. 709 N. 400 W #3 North Salt Lake, UT 84054- 2773	C. Case Company 7010 W. Cerini Avenue Riverdale, CA 93656-9622
John Bean 330 Vista Pacifica Santa Barbara, CA 93103-2133	John O'Connor 2948 Nojoqui Ave Suite 4 Los Olivos, CA 93441	Joy Equipment Protection, Inc. PO Box 1080 Carpinteria, CA 93014
Key Energy Services, LLC c/o Dore Law Group, P.C. 17171 Park Row, Suite 160 Houston, TX 77084	Kobler Estate Winery 121 W. North Street Healdsburg, CA 95448	KPMG 2700-205 5th Avenue SW Calgary, Alberta T2P 4B9,
M.F. Strange & Associates, Inc. PO Box 1484 Santa Barbara, CA 93102	Margaret Hansen 5372 Meadedale Drive Burnaby, BC, Canada, 11111	

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Margaret Louise Clarke 5632 Eagle Creek Place West Vancouver, BC, Canada	Mary Susan Barnard & Raye Gail Moss 923 E. Chocktawhatchee Drive Niceville, FL 32578	McCormick Biological, Inc. P. O. Box 80983 Bakersfield, CA 93380
Merced County Treasurer 2222 M. Street Merced, CA 95340	M-I L.L.C. dba MI Swaco c/o Schlumberger Technology Corp. 1325 S. Dairy Ashford Houston, TX 77077	Michael Brandman Assoc. 220 Commerce Suite 200 Irvine, CA 92602
Michael H. Kobler 4630 North Gravenstein Hwy Sebastopol, CA 95472	William Beall, Esq. Beall & Burkhardt 1114 State Street, Suite 200 Santa Barbara, CA 93101	National Oilwell DHT, L.P. 1102 Black Gold Road Bakersfield, CA 93308
NSAI 4500 Thangsgiving Tower 1601 Elm Street Dallas, TX 75201	Numeric Solutions 1002 South Seaward Avenue Ventura, CA 93001	NuTech Energy Alliance 7702 FM 1960 E Suite 300 Humble, TX 77346
Office Max P. O. Box 79515 City of Industry, CA 91716- 9515	Oilfield Environmental & Compliance 307 Roemer Way Suite 300 Santa Maria, CA 93454	Oilfield Safety Anchor Svc Inc. 13061 Rosedale Hwy Box #115 Bakersfield, CA 93314
Pason Systems USA Corp. 16100 Table Mountain Pkwy. Suite 100 Golden, CO 80403	Perkins Coie 1201 Third Avenue 40th Floor Seattle, WA 98101-3099	Perpetual Ventures Inc. Box 20 DeWinton, AB, Canada T0L 0X0
Peter Ballachey, Ltd. 1254 Bracknell Place North Vancouver BC V7R1V5,	Petroleum Production Testing, Inc. 7245 Heatherwood Drive Bakersfield, CA 93313	PLX, Inc. 20 E. 5th Street Suite 1402 Tulsa, OK 74103
Premier Crane & Trans Svc Inc. P. O. Box 20848 Bakersfield, CA 93390	Purves Redmond Limited 155 University Drive Suite 1500 Toronto ON M5H 3B7,	Rain for Rent P. O. Box 591 Santa Paula, CA 93061

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Randolph Alridge 512 Canterbury Hill San Antonio, TX 78029	Raven Research, Inc. 5450 Pepperwood Road Santa Rosa, CA 95409	Real Property Management 315 Meigs Road, Suite A-503 Santa Barbara, CA 93109
Rival Well Services, Inc. P. O. Box 12620 Bakersfield, CA 93389	Robert Bartlett 314 East Carrillo Suite 4 Santa Barbara, CA 93101	Rockin CJ Transport P. O. Box 6839 Santa Maria, CA 93456
Roger Bean 6758 Kneale Place Burnaby, BC, Canada, CA 11111	San Joaquin Bit Service P. O. Box 40186 Bakersfield, CA 93384	Santa Barbara Planning & Development 123 E. Anapamu Street Santa Barbara, CA 93101
Schlumberger Oilfield Services 3530 Arundell Circle Ventura, CA 93003	Scientific Drilling, Inc. 16701 Greenspoint Park Drive Suite 200 Houston, TX 77060	SCS Tracer 970 Los Vallecitos Blvd. Suite 100 San Marcos, CA 92609
Seaboard International, Inc. P. O. Box 450989 Houston, TX 77245-0989	Sebastian Corp. P. O. Box 245 Kerman, CA 93630	Sentinel Oil & Gas Consultants, Inc 366 E. Santa Clara Ventura, CA 93001
ServiceMaster of Santa Paula 4183 State Street Santa Barbara, CA 93110	Sheridan Ross, PC 1560 Broadway Suite 1200 Denver, CO 80202-5141	Office of the U.S. Trustee (ND) 21051 Warner Center Lane, Suite 115 Woodland Hills, CA 91367
Simon Clarke 5632 Eagle Creek Place West Vancouver, BC, V7W3K2,	Stanley Security Solutions, Inc. 823 W. Knudsen Way Santa Maria, CA 93458	Tamara Jones 3749 Mariana Way Suite B Santa Barbara, CA 93105
Terrain Consulting 2 W. Carrillo Street Suite 211 Santa Barbara, CA 93105	Terrain Inc. 5940 Guerneville Road Sebastopol, CA 95472	Underground Energy Corporation 2948 Nojoqui Ave., Ste 4 Los Olivos, CA 93441



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Terror Capital LLC P. O. Box 9480 Salt Lake City, UT 84109	The Docuteam, LLC 140 Hind Lane San Luis Obispo, CA 93401	Thompco 210 W. Seventh Street Oxnard, CA 93030
Tri-Co Reprographics 513 Laguna Street Santa Barbara, CA 93101	Tubular Inspection, Inc. P. O. Box 22284 Bakersfield, CA 93390	Unique Designs by Joyce P. O. Box 61063 Midland, TX 79711
Vicki Crow CPA/County of Fresno 2281 Tulare Street Room 105 Fresno, CA 93715-1192	Weatherford US LP 2815 Fruitvale Avenue Bakersfield, CA 93308	West American Service Corp. P. O. Box 22016 Bakersfield, CA 93390-2016
West Coast Land Service 1230 Chester Avenue Bakersfield, CA 93301-5432	White Wolf Land Service, Inc. 1412 17th Street Suite 560 Bakersfield, CA 93301	Wilson Lalla 80 Faralon Bel Air, La Romain Trinidad, West Indies
COOLEY -Ali M.M. Mojdehi, Esq. Atty Official Committee of Unsecured Creditors of UGE 4401 Eastgate Mall San Diego, CA 92121		

☐ Service information continued on attached page

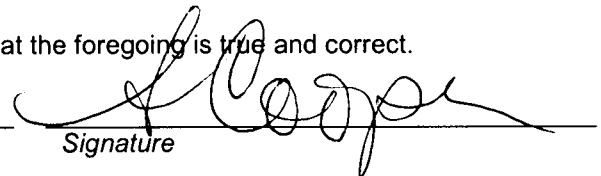
**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) \_\_\_\_\_, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

MAY 31, 2013  
Date

Angela Cooper  
Printed Name

  
Signature